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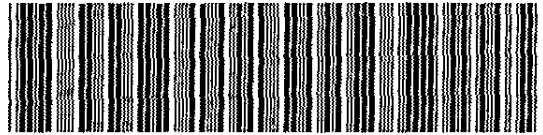
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATIONS  
04 MAY 13 PM 1:24

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Skill4U, Inc.**

Enclosed is an original and one (1) <sup>copy</sup> ~~copy~~ of the articles of incorporation and a check for:

Filing Fee \$70.00  
Certificate of Status \$8.75  
Certified Copy \$8.75  
Total \$87.50

**ADDITIONAL COPY REQUIRED** ✓

FROM:

Joe Marino, Executive Director  
9611 North US Hwy 1, PMB 338  
Sebastian, FL 32958  
(772) 234-8289

**NOTE: Please provide the original and one copy of the articles.**

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## **ARTICLES OF INCORPORATION**

### **of Skill4U, Inc.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a nonprofit (Not for Profit) Corporation In Compliance with Chapter 617, Florida Statutes.

### **ARTICLE I - NAME**

The name of the corporation is **Skill4U, Inc.** (hereinafter called the "Corporation")

### **ARTICLE II - PRINCIPAL OFFICE**

The principal place of business / mailing address of this corporation is:  
9611 North US Hwy 1, PMB 338  
Sebastian, FL 32958

### **ARTICLE III - PURPOSE of CORPORATION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code. These purposes may include but are not limited to, providing opportunities for individuals to participate in educational programs, which may include work force preparation, technical and/or life skills activities. These activities will be provided to people, as space is available, without regard to their ability to pay for the activities. While some means testing will be used, no one will be refused services based on an inability to pay.

### **ARTICLE IV - PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal

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Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE V - MANNER OF ELECTION/APPOINTMENT**

Directors will be appointed by the Executive Director as provided in the By-Laws of the Corporation. The directors will serve for the term specified in the By-Laws of the Corporation and will serve until the Executive Director names a replacement.

#### **ARTICLE VI - INITIAL DIRECTORS AND/OR OFFICERS**

The number of directors will be three or more with at least three of which being different people as specified in the By-Laws of the Corporation. The initial Directors and Officers are as follows:

Joe Marino, Executive Director  
Joe Marino, President and CEO  
Marchita H. Marino, Senior Vice President  
Joe Marino, Secretary  
Joe Marino, Treasurer

The remainder of directors will be appointed at the first meeting as specified in the By-Laws of the Corporation. All directors can be reached at the principal address of the Corporation as specified in Article II.

#### **ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Joe Marino, Registered Agent  
9611 North US Hwy 1, PMB 338  
Sebastian, FL 32958

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator is:

Joe Marino, Executive Director  
9611 North US Hwy 1, PMB 338  
Sebastian, FL 32958

#### **ARTICLE IX - EFFECTIVE DATE**

The effective date of the Incorporation is one calendar month after the date of filing of these Articles of Incorporation with the Florida Secretary of State. This date shall be determined by adding one month to the date of filing as recorded in the records of the Florida Secretary of State.

#### **ARTICLE X - LIABILITIES FOR DEBTS**

Neither the Board of Directors nor the Officers of the Corporation shall be held liable for the debts of the Corporation.

#### **ARTICLE XI - MEMBERS**

The Corporation has no members. All voting rights reside with the Board of Directors and wherever the term "Member" is used in the Florida Not For Profit Corporation Act, Chapter 517, Florida Statutes, for the purposes of this Corporation, such term shall be taken to refer to Directors as if such term was replaced by the term "Directors". All procedures of the Corporation as they apply to quorums, notice of meetings and voting by the Directors shall be specified in the By-Laws of the Corporation. The By-Laws may be modified by a simple majority of the Board of Directors present at a meeting in which a quorum has been established.

#### **ARTICLE XII - AMMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the present Directors of the Board of Directors at a meeting at which a quorum has been established as provided for in the By-Laws of the Corporation.

#### **ARTICLE XIII - DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XIV - TERM

The term of the Corporation shall be perpetual until dissolved by due process of law consistent with Article XIII.

ARTICLE XV - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made party by reason of his being or having been a Director or Officer of the Corporation (whether or not he/she is a Director or Officer of the Corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

ARTICLE XVI - CORPORATE POWERS

The Corporation shall have those powers granted by Chapter 617.0302, Florida Statutes.

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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Joe Marino  
Joe Marino, Registered Agent

MAY 11, 2004  
Date

Joe Marino  
Joe Marino, Executive Director (Incorporator)

MAY 11, 2004  
Date

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